

AMCON DISTRIBUTING CO

Form 4

November 23, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HINKEFENT ERIC J

2. Issuer Name **and** Ticker or Trading
Symbol
AMCON DISTRIBUTING CO
[DIT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ROUTE 5, BOX 445

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President - CNF and HFA

COWETA, OK 74429

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stok, par value \$.01 per share	11/22/2012		M		467	A <u>(2)</u> 7,848	D	
Common Stock, par value \$.01 per share	11/22/2012		F		149	D <u>(2)</u> 7,699	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Filing Date of Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)					(1)	(1)	Common Stock	1,200 (1)	
Restricted Stock Units	(2)	11/22/2012		M	467	(2)	(2)	Common Stock	467 (2)	
Employee Stock Option	\$ 62.33					(3)	10/23/2022	Common Stock	1,500	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HINKEFENT ERIC J ROUTE 5, BOX 445 COWETA, OK 74429	President - CNF and HFA

Signatures

Eric J. Hinkefent 11/22/2012
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date,
 (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs

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then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person. Subject to earlier forfeiture under certain circumstances, the RSUs vest as to one-third of the original 1,800 RSU award on October 25, 2012, October 25, 2013, and October 25, 2014.

Restricted Stock Units ("RSUs") give the reporting person the right to receive, subject to being employed on the applicable vesting date, (i) cash equal to the per share Fair Market Value of common stock on the vesting date times the number of shares underlying the RSUs then vesting or (ii) common stock equal to the number of shares underlying the RSUs then vesting, as elected by the reporting person.

- (2) Subject to earlier forfeiture under certain circumstances, the RSUs vest as to one-third of the original 1,400 RSU award on November 22, 2011, November 22, 2012, and November 22, 2013. On the November 22, 2012 vesting date RSUs were settled for 467 shares of common stock, of which 149 shares were withheld to pay taxes applicable to such settlement. The Fair Market Value of the shares withheld to pay taxes was determined to be \$60.00 per share as of that date, which was the November 22, 2012 closing price for the common stock on NYSE MKT.

- (3) The stock option for 1,500 shares vests and is exercisable in three equal installments beginning October 23, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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